

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* BRACE RAYMOND			2. Issuer Name and Ticker or Trading Symbol HERSHEY FOODS CORP [HSY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) V.P., Operations & Technology	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2004		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
100 CRYSTAL A DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	HERSHEY PA	17033				
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2004		M		1,700	A	\$45	5,774	D	
Common Stock	04/29/2004		S		1,700	D	\$88.79	4,074	D	
Common Stock	04/29/2004		M		9,550	A	\$45	13,624	D	
Common Stock	04/29/2004		S		9,550	D	\$88.55	4,074	D	
Common Stock	04/29/2004		M		7,750	A	\$44.5	11,824	D	
Common Stock	04/29/2004		S		7,750	D	\$88.55	4,074	D	
Common Stock	04/29/2004		M		100	A	\$45	4,174	D	
Common Stock	04/29/2004		S		100	D	\$88.61	4,074	D	
Common Stock	04/29/2004		M		100	A	\$45	4,174	D	
Common Stock	04/29/2004		S		100	D	\$88.5	4,074	D	
Common Stock								7,824.31	I	401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$44.5	04/29/2004		M			7,750	01/07/1999	01/07/2007	Common Stock	7,750	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$45	04/29/2004		M			1,700	(1)	01/12/2010	Common Stock	1,700	\$0	9,750	D	
Non-Qualified Stock Option (right to buy)	\$45	04/29/2004		M			9,550	(1)	01/12/2010	Common Stock	9,550	\$0	200	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$45	04/29/2004		M			100	(I)	01/12/2010	Common Stock	100	\$0	100	D	
Non-Qualified Stock Option (right to buy)	\$45	04/29/2004		M			100	(I)	01/12/2010	Common Stock	100	\$0	0	D	

Explanation of Responses:

1. The options vested according to the following schedule: 25% vested on January 13, 2001; an additional 25% vested on January 13, 2001; an additional 25% vested on January 13, 2003; and the options became fully vested on January 13, 2004.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) include 211.68 shares acquired from January 1, 2003 through December 31, 2003, and 86.72 shares acquired from January 1, 2004 through March 31, 2004 pursuant to the Hershey Foods Corporation Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals. The closing price on December 31, 2003 was \$76.99 and the closing price on March 31, 2004 was \$82.85. The exact price of each share at the date of acquisition is not readily determinable.

Brace Raymond

05/03/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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